

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., *et al.*,

Debtors.

Chapter 11 Case No.
08-13555 (JMP)
(Jointly Administered)

In re

LEHMAN BROTHERS INC.,

Debtor.

Case No. 08-01420 (JMP)

**APPENDIX TO MEMORANDUM OF BARCLAYS CAPITAL INC. IN OPPOSITION
TO THE RULE 60 MOTIONS AND IN SUPPORT OF MOTION OF BARCLAYS
CAPITAL INC. TO ENFORCE THE SALE ORDER AND SECURE DELIVERY OF ALL
UNDELIVERED ASSETS**

APPENDIX VOLUME I

**PORTIONS OF APPENDIX FILED UNDER SEAL
PURSUANT TO PROTECTIVE ORDER**

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Attorneys for Barclays Capital Inc.

BCI Exhibit No.	DESCRIPTION
1	Asset Purchase Agreement, dated as of September 16, 2008, between Lehman Brothers Holdings, Inc., Lehman Brothers, Inc., LB 745 LLC, and Barclays Capital, Inc. (Dep. Ex. 1)
2	First Amendment to Asset Purchase Agreement (Dep. Ex. 24)
3	Transfer and Assumption Agreement (Dep. Ex. 51)
4	Letter Agreement, dated September 17, 2008, between the Federal Reserve Bank of New York and Barclays Capital Inc.
5	Clarification Letter, dated September 20, 2008, between Lehman Brothers Holdings, Inc., Lehman Brothers, Inc., LB 745 LLC, and Barclays Capital, Inc. (Dep. Ex. 25)
6	Letter Agreement, dated September 22, 2008, between The Depository Trust & Clearing Corporation, Barclays Capital Inc., and James W. Giddens as Trustee for the Liquidation of Lehman Brothers, Inc. under the Securities Investor Protection Act (Dep. Ex. 52)
7	Services and Settlement Agreement, dated September 22, 2008, between JPMorgan Chase Bank, N.A., Barclays Capital Inc. and James W. Giddens as Trustee in the Securities Investor Protection Act ("SIPA") Liquidation of Lehman Brothers, Inc.
8	Master Repurchase Agreement, dated July 23, 1998, between Lehman Brothers, Inc. and Barclays Capital Inc. (Dep. Ex. 117)
9	Settlement Agreement, dated December 5, 2008, between JPMorgan Chase Bank, N.A., Barclays Capital Inc., James W. Giddens as Trustee in the Securities Investor Protection Act ("SIPA") Liquidation of Lehman Brothers, Inc.
10	September 15, 2008 Affidavit of Ian T. Lowitt Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York in Support of First-Day Motions and Applications
11	September 17, 2008 Debtors' Motion to (A) Schedule a Sale Hearing; (B) Establish Sales Procedures; (C) Approve a Break-up Fee; and (D) Approve the Sale of the Purchased Assets and the Assumption and Assignment of Contracts Relating to the Purchased Assets (Dep. Ex. 440)
12	September 18, 2008 Notice of Assumption and Assignment of, and Amounts Necessary to Cure Defaults Under Contracts and Leases to Be Assumed and Assigned to Successful Purchaser (Dep. Ex. 481B)
13	September 18, 2008 11:43 pm List of Non-IT Closing Date Contracts

BCI Exhibit No.	DESCRIPTION
14	September 19, 2008 1:07 am List of IT Closing Date Contracts
15	September 19, 2008 1:07 am List of Corporate Real Estate Closing Date Contracts
16	September 19, 2008 Order Under 11 U.S.C. §§ 105(A), 363, and 365 and Federal Rules Of Bankruptcy Procedure 2002, 6004 and 6006 Authorizing and Approving (A) the Sale of Purchased Assets Free and Clear of Liens and Other Interests and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases
17	September 19, 2008 Order Approving, and Incorporating by Reference for the Purposes of This Proceeding, an Order Authorizing the Sale of Purchased Assets and Other Relief in the Lehman Brothers Holdings Inc. Chapter 11 Proceeding
18	September 22, 2008 Notice of Filing of Purchase Agreement Approved by Order Under Under 11 U.S.C. §§ 105(a), 363, and 365 and Federal Rules of Bankruptcy Procedure 2002, 6004 and 6006 Authorizing and Approving (A) The Sale of Purchased Assets Free and Clear of Liens and Other Interests and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases, with exhibits (Dep. Ex. 26)
19	Excerpts from September 29, 2008 Joint Motion of the Debtors and Barclays Capital Inc. for Entry of an Order Authorizing to File Under Seal Certain Schedules to the Asset Purchase Agreement, with exhibits (Dep. Ex. 446)
20	Schedule B to the Clarification Letter dated September 20, 2008 between Lehman Brothers Holdings, Inc., Lehman Brothers, Inc., LB 745 LLC, and Barclays Capital, Inc. [filed under seal on December 18, 2008] [CONFIDENTIAL: filed in part under seal]
21	September 29, 2008 Motion of Markit Group Limited to (1) Clarify So Much of the September 19, 2008 Order Authorizing and Approving the Sale of Assets as Relates to the Assumption and Assignment of the Data Services Agreement Between Lehman Brothers, Inc. and Markit Partners Limited or, (2) To the Extent Necessary, Modify So Much of that Order as Approved the Assignment of that Agreement to Purchaser Without Markit's Consent, with exhibits
22	October 1, 2008 List of Non-IT Closing Date Contracts
23	October 1, 2008 List of IT Closing Date Contracts
24	October 1, 2008 List of Corporate Real Estate Closing Date Contracts
25	October 30, 2008 Stipulation and Order (1) Clarifying that Data Services Agreement Between Lehman Brothers Inc. and Markit Group, Inc. Has Not Been Assumed and Assigned Pursuant to the September 20, 2008 Sale Order and (2) Withdrawing the Motion of Markit Group, Inc. for Clarification or Modification of the September 20 Order

BCI Exhibit No.	DESCRIPTION
26	October 6, 2008 – November 21, 2008 Omnibus Notices of Assumption and Assignment of Executory Contracts and Unexpired Leases
27	November 14, 2008 Appellants' Opening Brief in Bay Harbour Appeal
28	December 4, 2008 Interpleader Complaint, filed in <i>The Options Clearing Corp. v. Barclays Capital Inc., et al.</i> , Adv. Proc. No. 08-01759 (S.D.N.Y. Bankr.)
29	December 5, 2008 Motion under 11 U.S.C. §§ 105 and 363 and Fed. R. Bankr. P. 9019(A) For Entry of an Order Approving Settlement Agreement